TOYS R US INC Form 5 March 20, 2001

F O R M 5			U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							
Check this box if] no longer Subject to Section 16.		Al	NNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							
] Form 3 Holdings R		Section 1	7(a)	of the Pub	blic Utili	ty Hold	ing C	s Exchange ompany Act any Act 194	of 1935 d	
1.Name and Address c	f Reporting	Person*	 2.Is	ssuer Name	and Ticke	r or Tr	ading	Symbol	6.Rela	
Lipschitz	Louis		 Toys 	s "R" Us, i	Inc.			(TO)	Issi 	
(Last) Toys "R" Us, Inc. 461 From Road	(First	(First) (MI)		3.IRS or Soc. Sec. No. of Reporting Person (Voluntary) 						
(Street)			 					ent, Date of (Month/Year		
Paramus	NJ 0	7652-3526	 			 			X F0 F0 R6	
(City)	(State)	(Zip)		TABLE I -	- Non-Deri	vative :	Secur	ities Acqui	ired, Disp	
1.Title of Security (Instr. 3)		tion Da	ate	3.Trans. Code (Instr.8)	Dispose	d of (D)		5.Amount Securit Benefic Owned a	
		 		 	 Amou		(A) (D)	 Price	Fiscal	
Common Stock	I	 03/24/20 	000	 A (01)			A 	 \$.0000		
Common Stock		 03/24/20 	000	————— A 	 1280 	5	 A 	 \$.0000 	7376	
Common Stock		 		 	 		 	 \$.0000 	 276	
Common Stock		 		 	 		 	 \$.0000 	6609	

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Reminder: Report on a separate line for each class securities owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially (e.g., puts, calls, warrants, options, convertible security)

Derivative Security (Instr. 3)	sion or Exercise Price of Deriva-	Trans Date	saction Code (Instr.8)	•			e isable ation n/Day/ ar)	Securities (Instr. 3 & 4) 		
!	<u> </u>	l ·				1	l 	•	Amount or	1
	 	 	 	(A)		Date Exbl.		•	Number of Shares	
		 03/24 2000 			 7500 		11/02 2002 	 Common Sto Ck 	 7500 	
 Stock Opti on (Righ t to Buy)	I	 03/24 2000 		 	 7500 		 11/01 2003 	 Common Sto ck 	 7500 	
Stock Opti on (Righ t to Buy)		 03/24 2000 		 	50000 	 (04)	2003 	 Common Sto ck 	 50000 	
 Stock Opti on (Righ t to Buy)		 03/24 2000 	 D	 	15000	08/01		 Common Sto ck 	 15000 	
1	I	I		ı		I	I	I	I	1

Stock Opti on (Righ t to Buy)		03/24 2000 	D	37576 	11/17 05/17 1995 2005 	Common Sto ck	37576
		 	(01)		(05) 		 I
Stock Opti on (Righ t to Buy)		03/24 2000	D	40000 	 09/14 03/14 1996 2006 	Common Sto ck	40000
			(01)		(05)		į
Stock Opti on (Righ t to Buy)			D	36265 	 12/20 05/17 1997 2005	,	36265
			(01)		(05)		
Stock Opti on (Righ t to Buy)		- 03/24 2000	D	40000	 05/03 11/03 1998 2007 	Common Sto ck	40000
			(01)		(05)		į
Stock Opti on (Righ t to Buy)		- 03/24 2000 	D		 09/13 03/13 1998 2008 	Common Sto ck	80000
			(01)		(05)	į į	į
Stock Opti on (Righ t to Buy)	\$18.1600			 	 03/08 09/08 1999 2008 	Common Sto ck	198237
					(05)	 	

Explanation of Responses:

- (01) Cancellation of option in connection with grant of restricted stock. The shares of rever a period of three years, with one-half of the grant becoming vested on April g vested on April 1, 2003.
- (02) Shares are held in the name of my children. I disclaim beneficial ownership of such
- (03) Shares held in trust established by the Issuer pursuant to the Toys "R" Us, Inc. Part Plan. Includes 23,008 shares which are subject to forfeiture under certain condition
- (04) All or a portion of the options become exercisable, subject to certain conditions, if eaches specified market prices, within six (6) years of the date of grant; provided, ome exercisable nine (9) years from the date of grant.
- (05) Such options are subject to forfeiture, after the date exercisable, under certain con

**Intentional	misstatemer	nts	or	omissio	ns of	facts	constit	ute Federal
Criminal Vic	olations. S	See	18	U.S.C.	1001	and 15	U.S.C.	78ff(a).

/s/Louis -----**Signature of

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMD Number

Lipschitz, Louis

Toys "R" Us, Inc.

|F O R M 5|

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if [] no longer Subject

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

to Section 16.

of Reporting Person Year Toys "R" Us, Inc. (Voluntary) 02/03/2001 461 From Road 02/03/2001 (Street)	.Rela Issi
	 X Off (g:
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i i i	F0 R6
(Mon/Day/Yr) (Instr.8) (Instr. 3, 4 & 5)	curit nefic ned a suer'

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Reminder: Report on a separate line for each class securities owned directly or indirectly. *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 5 (continued)

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially (e.g., puts, calls, warrants, options, convertible security)

			(e.	.g., puts, d	calls, warr 	ants,	options	s, convertib	ole securit	
Derivative Security (Instr. 3)	sion or Exercise	Trans Date (Mon/ Day/ Year)	saction Code (Instr.8)	5.Number of Derivativ Securitie Acquired Disposed (Instr. 3	ve es (A) or of (D)	and Expira Date (Montl	isable ation	(Instr. 3 	8.3 De Se (I:	
	 	 	. 	 (A)	(D)	 - Date Exbl.	 Exp. Date	 Title 	Amount or Number of Shares	
Stock Opti on (Righ t to Buy)			, 	 	1	1999 (05)	04/07 2009 	 Common Sto ck 	 1599 	
Stock Opti on (Righ t to Buy)	 	 	 	 	 	12/04 1999 (05)	09/08 2008 	 	 	
Stock Opti on (Righ t to Buy)	\$15.5300 		A	 60000 	•	04/16 2001	10/16 2010	 Common Sto ck 	•	
Stock Opti on (Righ t to Buy)		 	,] 	 		2001	2009 	 Common Sto ck 	 43873 	
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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal /s/Louis Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of

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Lipschitz, Louis

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